



**Action  
COMICS**



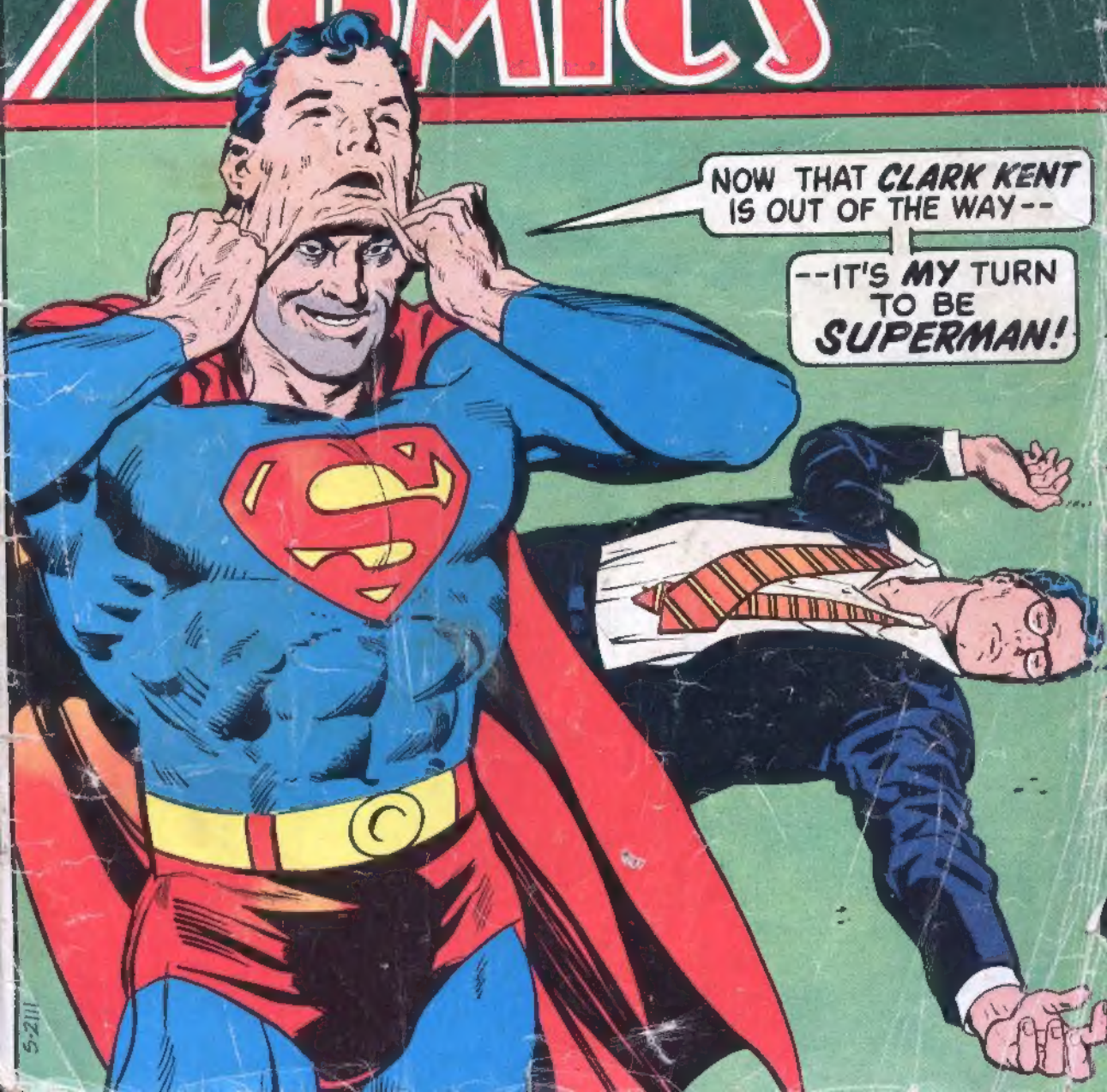
ALSO: ACTION-PLUS  
WITH  
**The ATOM**



**25¢**  
NO. 453  
NOV.  
30410



# ACTION COMICS



NOW THAT **CLARK KENT**  
IS OUT OF THE WAY--

--IT'S MY TURN  
TO BE  
**SUPERMAN!**



AN ACTION-PACKED SAGA IN THE  
AMAZING ADVENTURES OF...

# SUPERMAN

REG. U. S. PAT. OFF.

EVEN THOUGH  
I'M THE **REAL**  
SUPERMAN--  
NO ONE WILL  
BELIEVE IT  
WHEN THEY  
SEE MY  
NEW FACE!

SO I'VE GOT TO  
WEAR THIS  
SUPERMAN  
HEAD-MASK!

TODAY THE  
TARGET IS JUST  
A **CARDBOARD**  
CUT-OUT... BUT  
TOMORROW THE  
**REAL SUPERMAN**  
DIES--

--AND HIS  
MURDERER  
WILL BE  
**CLARK KENT!**



**TWO INCREDIBLE SCENES--BUT YOU BETTER BELIEVE THEM! SUPERMAN--FORCED TO WEAR A MASK TO DISGUISE HIMSELF TO LOOK LIKE... HIMSELF! AND CLARK KENT--WHO IS REALLY SUPERMAN IN DISGUISE--PLOTING TO KILL HIS OWN ALTER EGO!**

BRACE YOURSELF,  
READERS! IT'S ALL  
ALARMINGLY **REAL**--  
AS YOU'LL BE  
CONVINCED WHEN  
YOU DISCOVER  
THE SECRET OF...

## "SUPERMAN'S FANTASTIC FACE-SAVING FEAT!"

STORY: CARY BATES

ART: CURT SWAN & TEX BLAISDELL

EDITING: JULIUS SCHWARTZ

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LOOK! UP IN  
THE SKY--  
A CRISIS!

THOSE  
BLASTED  
BIRDS  
PERFORATED  
OUR HOT-AIR  
BALLOON!

WE'RE  
FALLING  
LIKE A  
LEAD  
WEIGHT!



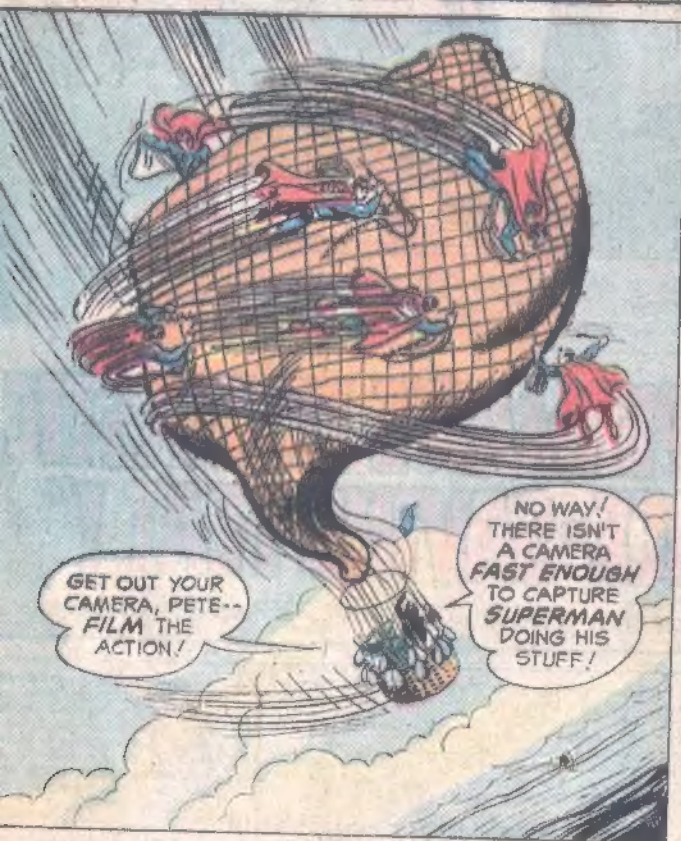
SO MUCH FOR OUR  
TRY AT BALLOONING  
ACROSS THE  
ATLANTIC!

DON'T  
GIVE UP  
THE SHIP  
YET,  
FELLAS!



**SUPERMAN!**

HOLD TIGHT  
AND YOU'LL  
SEE WHAT  
A **SUPER-  
STITCH**  
IN TIME  
CAN DO!



GET OUT YOUR  
CAMERA, PETE--  
FILM THE  
ACTION!

NO WAY!  
THERE ISN'T  
A CAMERA  
FAST ENOUGH  
TO CAPTURE  
**SUPERMAN**  
DOING HIS  
STUFF!



NOT BAD--  
8 HOLES  
PATCHED UP  
IN 3 SECONDS  
FLAT!

BUT IT LOOKS  
LIKE YOUR  
BALLOON COULD  
USE A **SUPER-  
BREATH** OF  
FRESH AIR!

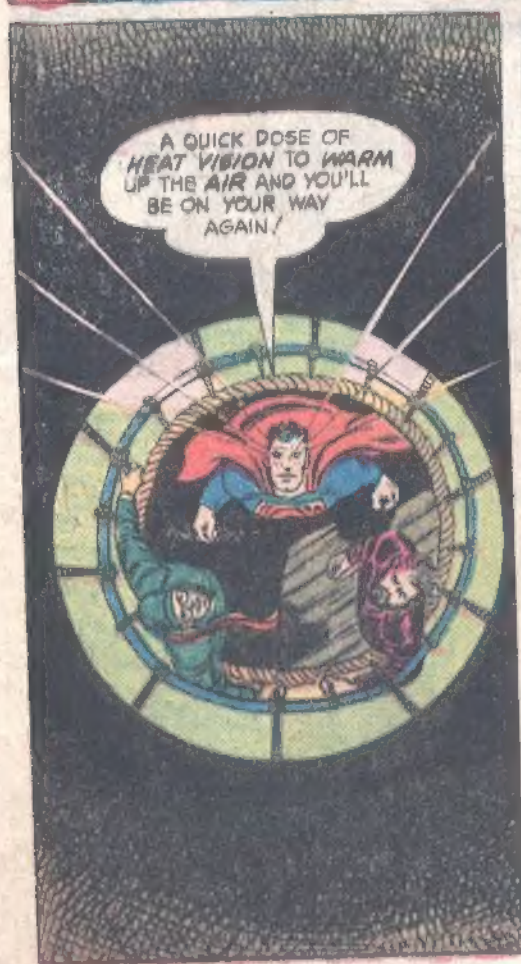




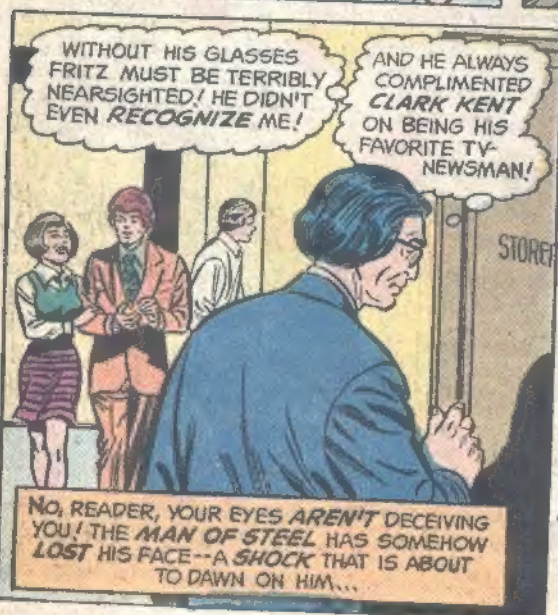
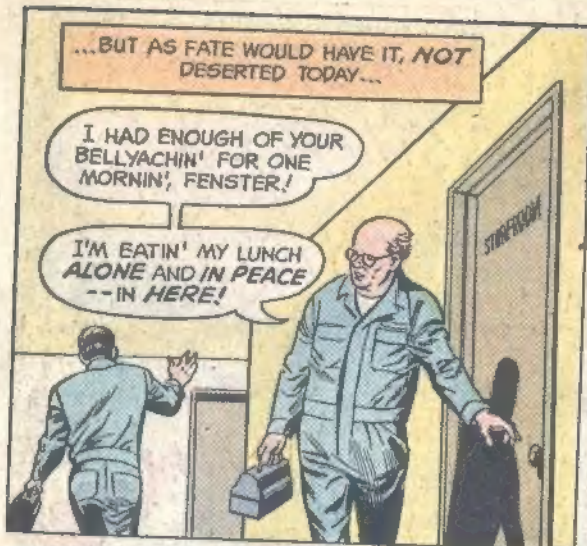
AND AS THE BALLOON ROUNDS  
INTO SHAPE...

GASP!  
NOW THAT'S  
WHAT I  
CALL A  
REALLY  
BREATH-  
TAKING  
SUPER-  
STUNT!

WHOOOSH!









BUT TO THE MILD-MANNERED REPORTER'S  
UTTER AMAZEMENT...

OH, I'M  
SO SORRY,  
SIR!

I SHOULD HAVE HAD MY  
EYES ON WHERE I WAS  
GOING INSTEAD OF  
ON MONICA!

GREAT SCOTT!  
STEVE REALLY  
DIDN'T MEAN  
TO BUMP  
INTO ME?!

NOTHIN' PERSONAL--  
BUT YOUR THREADS  
ARE SO DRAB, I  
COULD SWEAR THEY  
BELONG ON OUR  
RESIDENT NOBODY--  
CLARK KENT!

HUNH?--  
STEVE  
DOESN'T  
RECOGNIZE  
ME EITHER?!

STEVIE, YOU'RE  
JUST JEALOUS  
BECAUSE MORGAN  
EDGE PASSED YOU  
UP AND GAVE CLARK  
THE HONOR OF  
PRESENTING THE  
HUMANITARIAN  
AWARD TO  
SUPERMAN  
TOMORROW!

NOT A CHANCE,  
BABE! STEVE  
LOMBARD NEVER  
GIVES AWARDS--  
ONLY RECEIVES  
'EM!

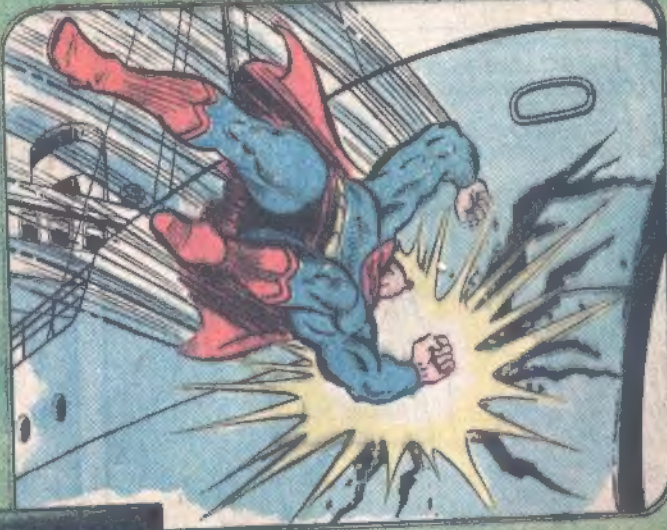
IT'S TRUE--I'M  
NOT CLARK KENT...  
AT LEAST I DON'T  
HAVE HIS FACE!

I'VE BECOME  
SOMEONE ELSE  
... SOMEONE  
I DON'T RECOGNIZE!

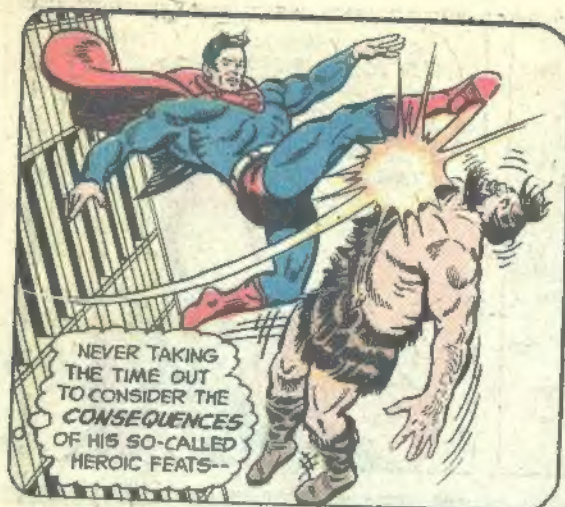
HOW DID I EVER  
LOSE MY  
FACE?!

FOR THE INCREDIBLE ANSWER  
TO SUPERMAN'S ENIGMA, WE  
MUST LOOK ELSEWHERE IN  
METROPOLIS-- TO THE VIEWER  
RUNNING THIS VIDEO-TAPE  
MACHINE...

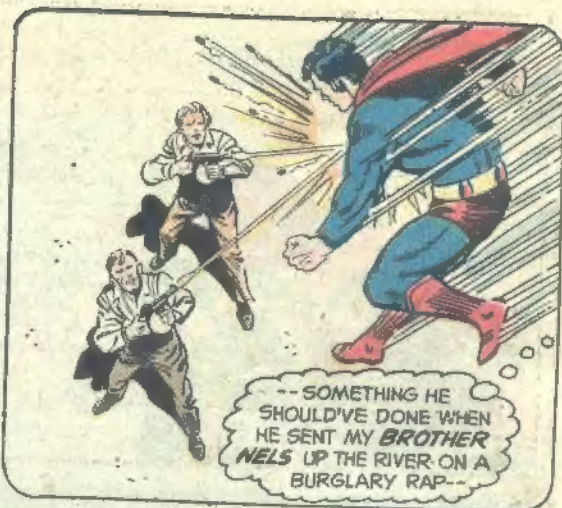
LOOK AT THAT SUPER-  
POWERED CRUMB...  
MAKING ANOTHER  
GRANDSTAND PLAY!



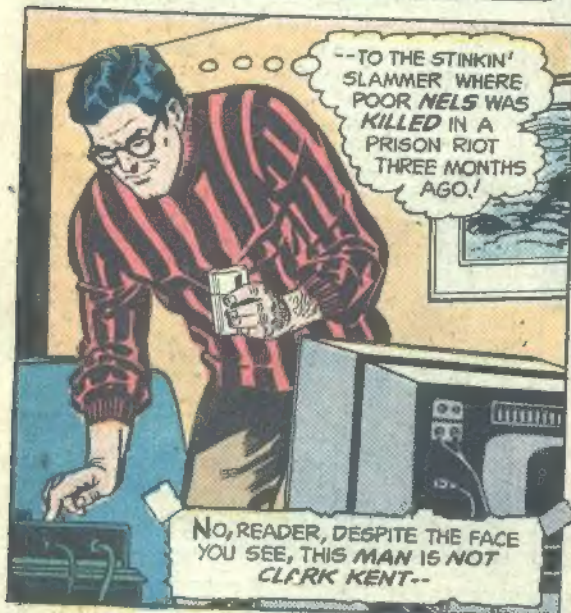




NEVER TAKING  
THE TIME OUT  
TO CONSIDER THE  
CONSEQUENCES  
OF HIS SO-CALLED  
HEROIC FEATS--

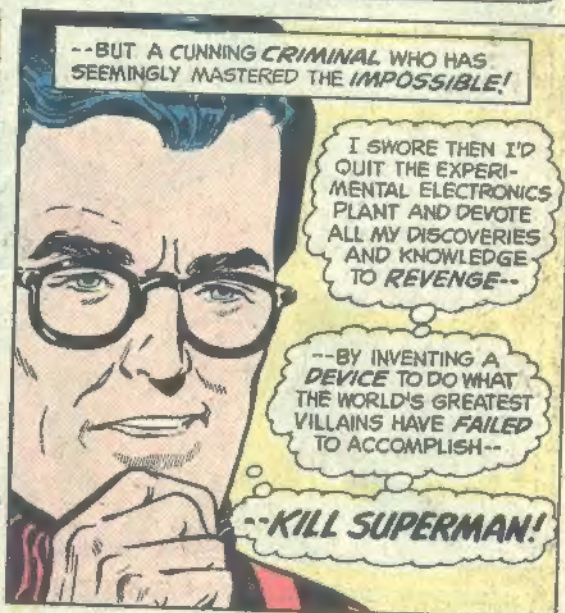


--SOMETHING HE  
SHOULD'VE DONE WHEN  
HE SENT MY **BROTHER  
NELS** UP THE RIVER ON A  
BURGLARY RAP--



--TO THE STINKIN'  
SLAMMER WHERE  
POOR **NELS** WAS  
KILLED IN A  
PRISON RIOT  
THREE MONTHS  
AGO!

NO, READER, DESPITE THE FACE  
YOU SEE, THIS MAN IS NOT  
**CLARK KENT**--



--BUT A CUNNING **CRIMINAL** WHO HAS  
SEEMINGLY MASTERED THE **IMPOSSIBLE!**

I SWORE THEN I'D  
QUIT THE EXPERI-  
MENTAL ELECTRONICS  
PLANT AND DEVOTE  
ALL MY DISCOVERIES  
AND KNOWLEDGE  
TO **REVENGE--**

--BY INVENTING A  
DEVICE TO DO WHAT  
THE WORLD'S GREATEST  
VILLAINS HAVE **FAILED**  
TO ACCOMPLISH--

**--KILL SUPERMAN!**



HA! I'D LOVE TO SEE  
**CLARK KENT**--WHEREVER  
HE IS--TRYING TO FIGURE  
OUT WHAT **HE'S** DOING  
WITH MY "OLD" FACE!

AND TO THINK  
MY **GREAT  
SWITCHEROO**  
WAS SO EASY  
TO PULL OFF...

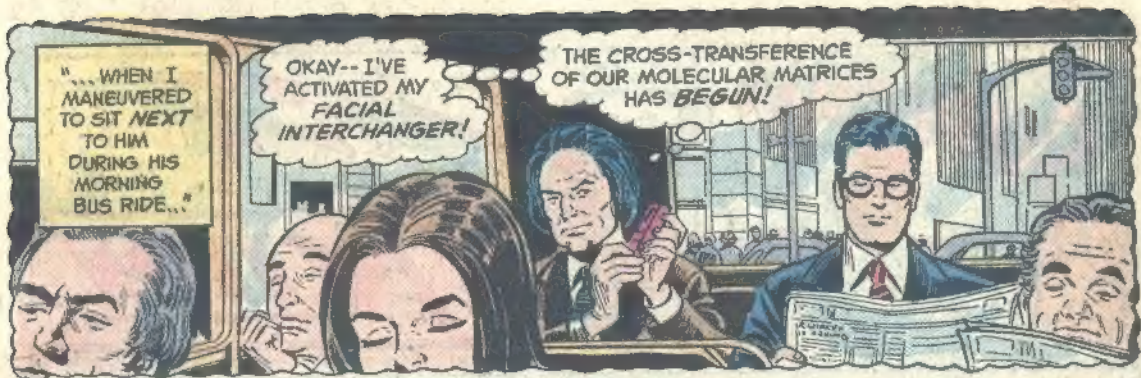


...THANKS TO **THIS** LITTLE BABY!

CAMOUFLAGED AS A TRANSISTOR  
RADIO, NO ONE WOULD GUESS  
WHAT IT'S **REALLY**  
DESIGNED TO DO!

**KENT SURE  
DIDN'T--THAT  
DAY LAST  
WEEK...**





"...WHEN I MANEUVERED TO SIT NEXT TO HIM DURING HIS MORNING BUS RIDE..."

OKAY--I'VE ACTIVATED MY FACIAL INTERCHANGER!

THE CROSS-TRANSFERENCE OF OUR MOLECULAR MATRICES HAS **BEGUN!**



IT WILL TAKE SEVERAL DAYS BEFORE THE EFFECTS BECOME **VISIBLE...** BUT THE CHANGEOVER IS AS GOOD AS **DONE!**

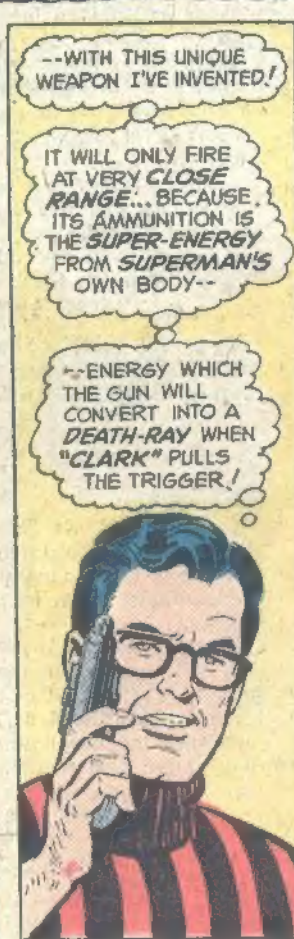
THANKS TO MY ELECTRONIC WIZARDRY, THE **FACE OF CLARK KENT** WILL SOON BE **MINE!**



I'VE PRACTICED MIMICKING KENT'S **VOICE...** EVEN COPIED THE **CLOTHES** HE ALWAYS WEARS...

...SO I CAN PULL OFF THE **PERFECT IMPERSONATION--**

--AS THE TV REPORTER WHO WILL **MURDER SUPERMAN** IN FRONT OF **MILLIONS OF WITNESSES--**



--WITH THIS UNIQUE WEAPON I'VE INVENTED!

IT WILL ONLY FIRE AT VERY **CLOSE RANGE...** BECAUSE ITS AMMUNITION IS THE **SUPER-ENERGY** FROM **SUPERMAN'S OWN BODY--**

--ENERGY WHICH THE GUN WILL CONVERT INTO A **DEATH-RAY** WHEN "**CLARK**" PULLS THE **TRIGGER!**



LATER THAT DAY, IN THE GREAT WOODS OF NORTHERN CANADA--A **FAMILIAR FIGURE** CAN BE SEEN IN **SPECTACULAR ACTION...**

NOW **THAT'S** THE WAY TO CUT **TIMBER!**

ALL IT TAKES IS A **TEN-TON SCYTHE** AND A **LITTLE ELBOW GREASE--**

**YEAH... AND SUPERMAN!**





Dear Editor:

"My Best Friend, the Super-Spy", in Action #448, was the second best Superman story I've ever read, second only to Denny O'Neil's epic weird action-thriller, "Superman Breaks Loose", from Superman #233. Remember that story? Wow! Clark Kent got his job with WGBS, Kryptonite was destroyed, everyone had modern, realistic characterization, more action than ever before prevailed, and the best artwork I've ever seen was presented, all in one issue!

I didn't think it could be done again, but the Maggin-nificent Elliot S! has once again proven to be the greatest comics writer in the field today, in every respect. The story started out with action (a car crash isn't bad for the first five panels), then led to three Supie-versus-Super-robots fight scenes, contained an editor's reference to another issue, had super-realistic characterizations, was at points almost relevant, but still a lot of fun to read. (My stomach still hurts from all the laughing I did while I read page 9!)

But I haven't covered the half of it. Look at that unbelievable artwork! Dig those action-packed pages 6 and 7! Take a gander at page 13, without even reading it, and tell me if that isn't the most dramatically drawn, innovative layout and far-out characterization of Superman-Clark we've ever seen! Pages 21 and 22 were the first in a lo-o-o-ng time I've seen Curt experiment with exciting layouts like this.

Incidentally, I can tell you were trying a bold experiment with Clark's unexpected line, "... a con-coited ass!" Marvel would've said on the letters page something like, "We've tried a character change in this ish, gang! Let us know what you think!" But you were more subtle, just did it and saw how the readers would react. It wasn't out of character. It was just what Clark might've said in what I feel was the best year ever for Superman stories, 1971.

A perfect letter page for Action #453 would consist, in my opinion, of a super-complimentary letter (guess which one I mean!), a super-complaining letter (I always like to see a view that opposes mine), and a letter commenting solely on Clark's "shocking" line.

Richy Forman, Warminster, Pa.

(We can give you two-thirds of your "perfect" lettered, but there weren't any letters commenting only on the "shocking" line. In fact, few fans even mentioned it!—E.N.B.)

Dear Editor:

I'm one of those contented readers you hear about who rarely write in, but Action #449 made me angry! I am surprised you are even keeping Mr. Maggin on the payroll after that bomb (if you are)! Even the cover reminded me of an era when you gave Batman a different gadget in the Batmobile every week.

Lois Lane was as badly characterized as she was in the early issues of her own magazine. Where is the Lois who used to open doors for men and accuse our own Caped Kryptonian of being a male chauvinist? Acting like an idiot over a celebrity who happened to compliment her eyes? I can hardly believe you would expect us to take it!

Finally to the (grrr!) reprints. One redeeming value in the Green Arrow story is that it made me realize how good he can be and also what terrible levels of ridiculousness you used to set him down to.

All the same, he is now ready and worthy of his own magazine with Black Canary as his partner, not just his sidekick.

And so, you ask, how did you like the Atom story? I answer: Don't ask!

George Leventhal, Washington, D.C.

(Don't be surprised or shocked if you see a GREEN ARROW-BLACK CANARY tryout in a future FIRST ISSUE SPECIAL.—E.N.B.)

.....

Dear Editor:

Thank goodness "My Best Friend, the Super-Spy" didn't wrap up the foreign agent business. The theme has too many possibilities and should be kept around for at least a year before being resolved.

A book-length story—and it needed every page. My only complaint is that the dialogue wasn't very refined in places. Since this plot is such a mystery, though, I feel that Lois, Jimmy, Lola, et al. should enter into the investigations a lot. Don't be afraid to have supporting characters taking the leading role every once in a while.

The reprints were excellent! Love that Kirby Green Arrow!

Mark Schmieder, Concord, Mass

(Just one thing—if all the employees of GALAXY are involved in hunting the spy, who'll we use for suspects?—E. NELSON BRIDWELL)



MIGHTY NICE OF THE **BIG RED S** TO LEND A HAND!

SAVED US THREE DAYS' WORK AND PUT US BACK ON SCHEDULE!

FUNNY THING, THOUGH--HE SURE KEPT HIS DISTANCE! I NEVER EVEN GOT A LOOK AT HIS FACE!

IT IS A GRIM AND UNRECOGNIZABLE **MAN OF MIGHT** WHO ZOOMS NORTHWARD...

CAN'T LET ANYONE GET A CLEAR LOOK AT THIS FACE!

I EVEN TOOK TONIGHT OFF SO I CAN KEEP MY "PROBLEM" A SECRET WHILE I TRY TO FIGURE OUT HOW I TOOK ON A NEW LOOK!

AND WHERE DOES **SUPERMAN** GO WHEN HE HAS SOME HEAVY THINKING TO DO? HIS ARCTIC RETREAT, THE FABULOUS **FORTRESS OF SOLITUDE**...

FINISHED! THIS RUBBERIZED **SUPERMAN FACE-MASK** I MOLDED WILL AT LEAST MAKE IT POSSIBLE FOR ME TO APPEAR IN PUBLIC!

BUT IT'S ONLY A TEMPORARY MEASURE!

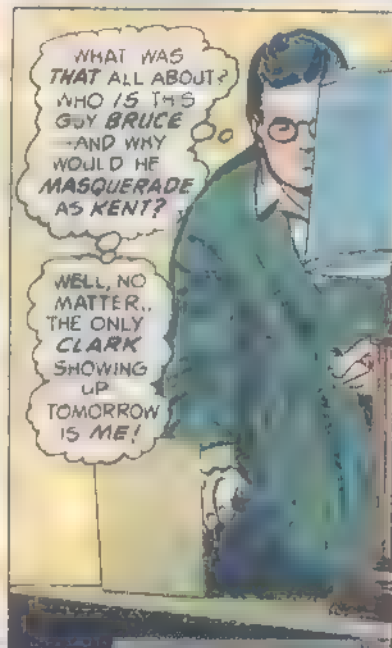
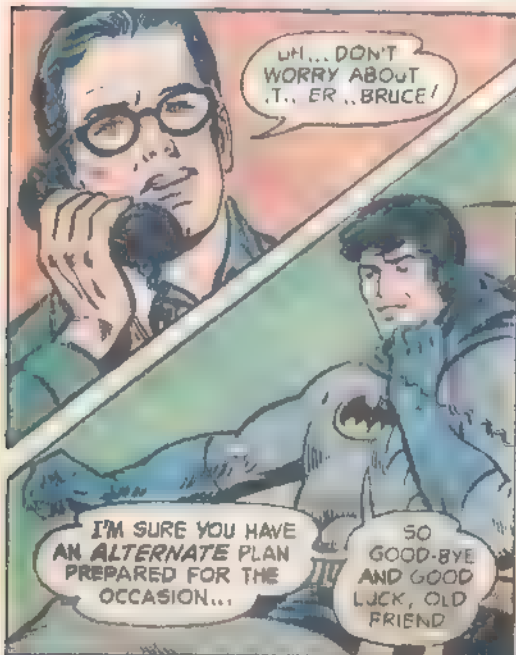
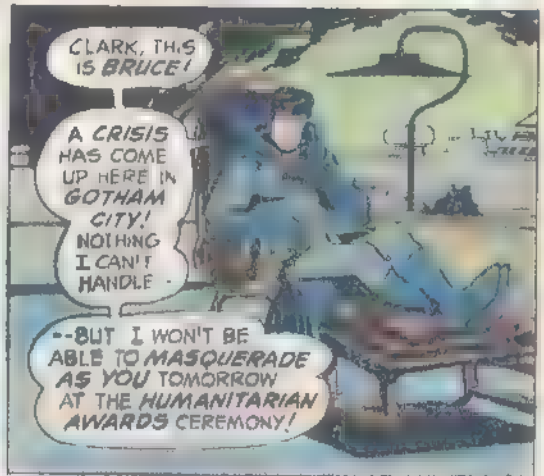
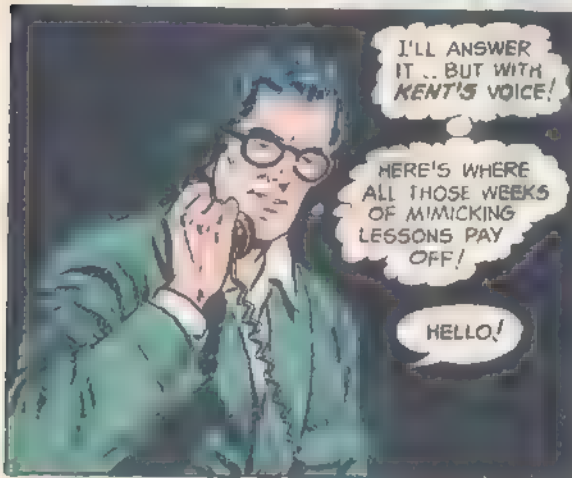
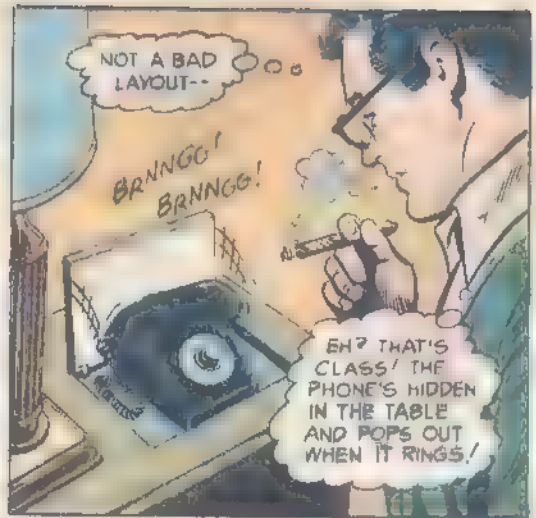
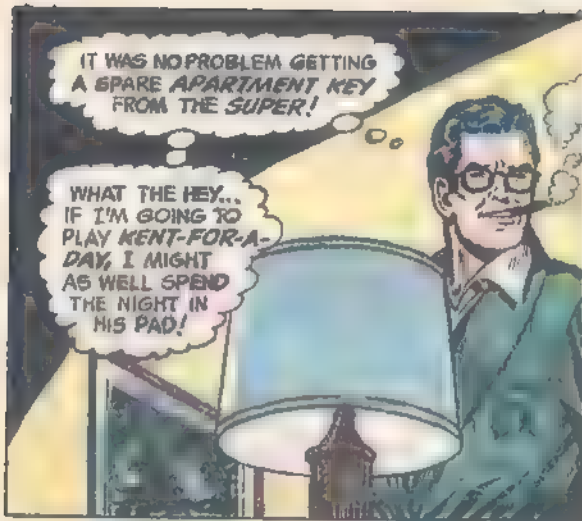
I WON'T BE ABLE TO REST TILL I'M MYSELF AGAIN... SO I MIGHT AS WELL STAY HERE AND WORK THROUGH THE NIGHT ON A SOLUTION TO MY PREDICAMENT!

TOO BAD, **SUPERMAN**! IF ONLY YOU COULD SEE WHO IS IN YOUR APARTMENT THIS VERY MOMENT, AT 344 CLINTON STREET, IN METROPOLIS...

NO SIGN OF THE REAL **CLARK KENT** YET--

--I WAS READY TO BIND AND GAG HIM IF HE CAME HOME TONIGHT ... BUT I GUESS HE'S IN A **BLUE FUNK** OVER MY... ER... HIS FACE!

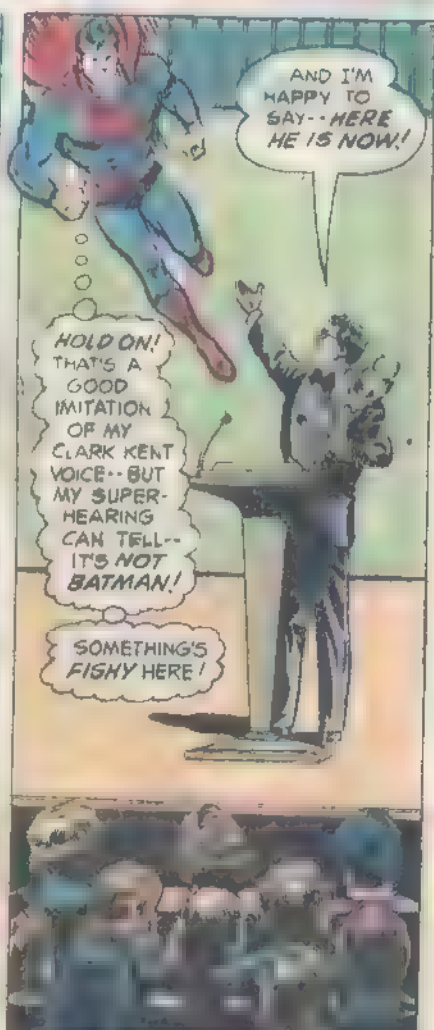
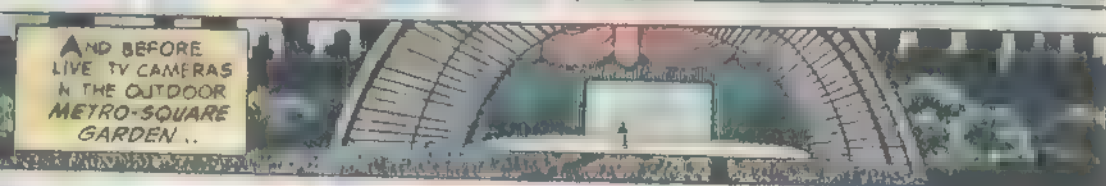
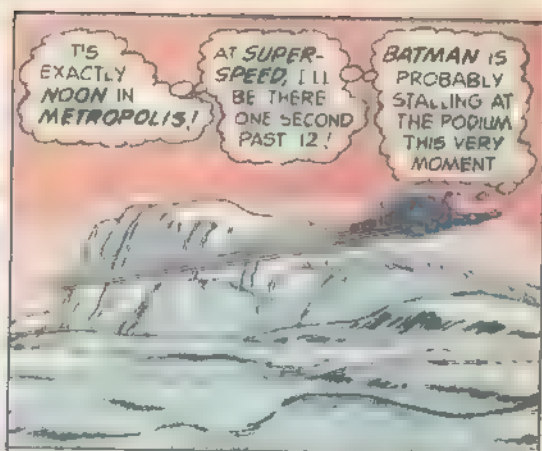
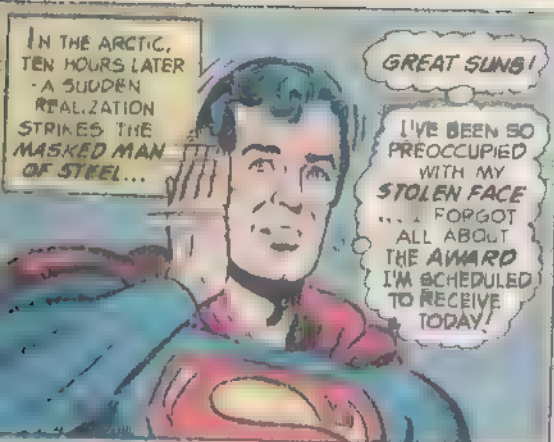




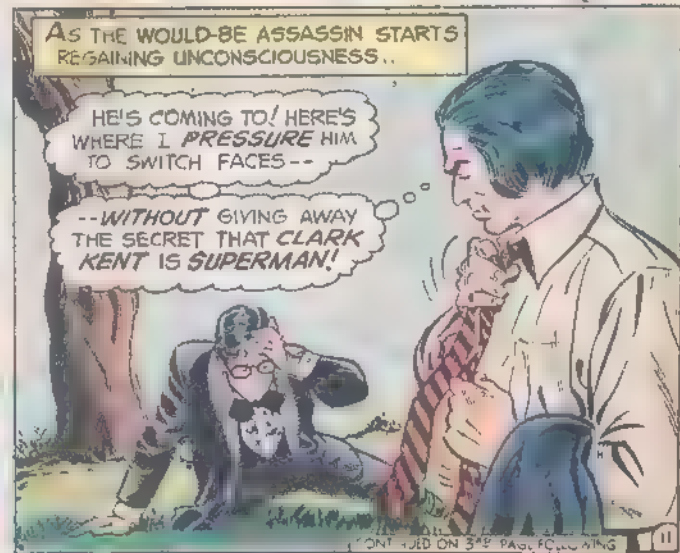
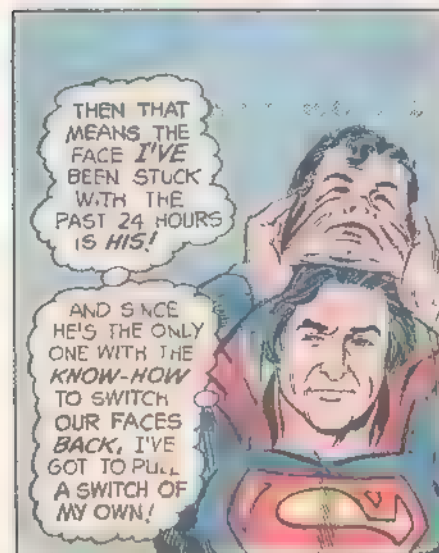
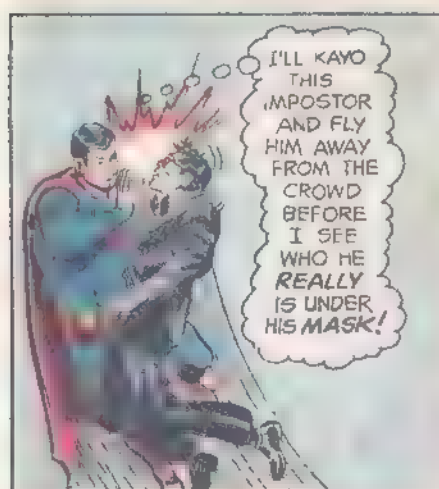
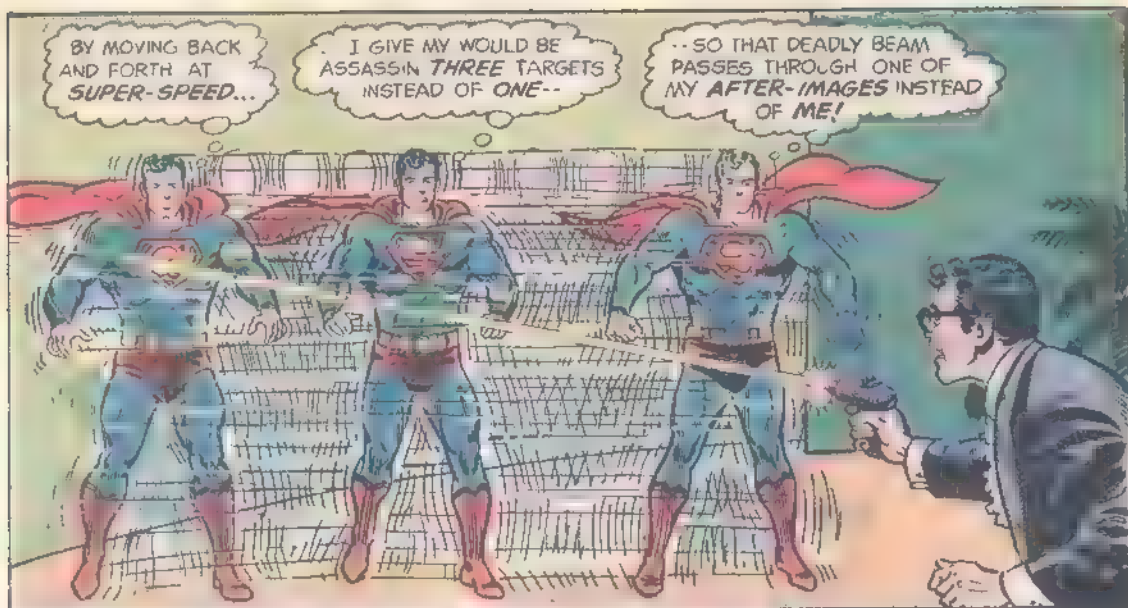
TALK ABOUT MIND BLOWERS! THE "CONTRIFIT" "CLARK" DOESN'T DREAM HE WAS TALKING TO BRUCE (BATMAN) WAYNE--ON THE PRIVATE LINE THE CAPED CRUSADER AND SUPERMAN USE TO CONTACT EACH OTHER IN THEIR SECRET IDENTITIES!



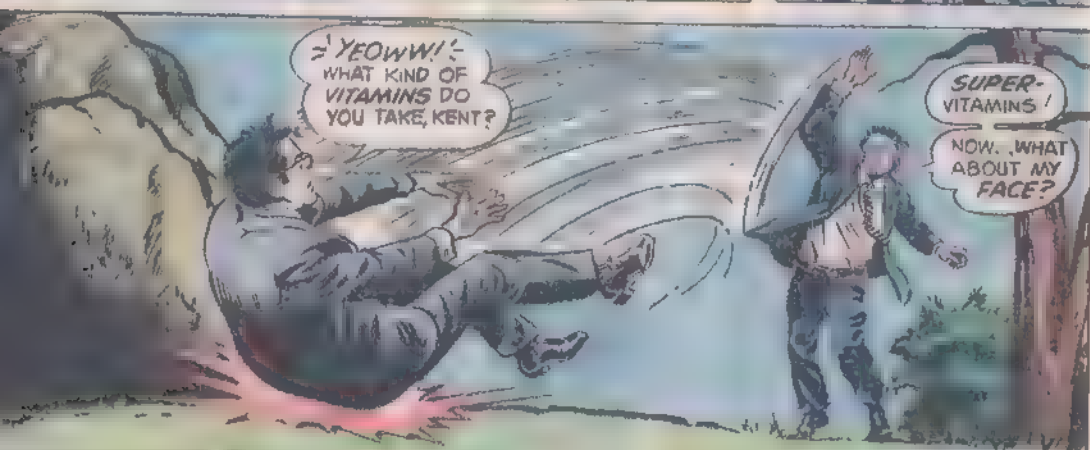
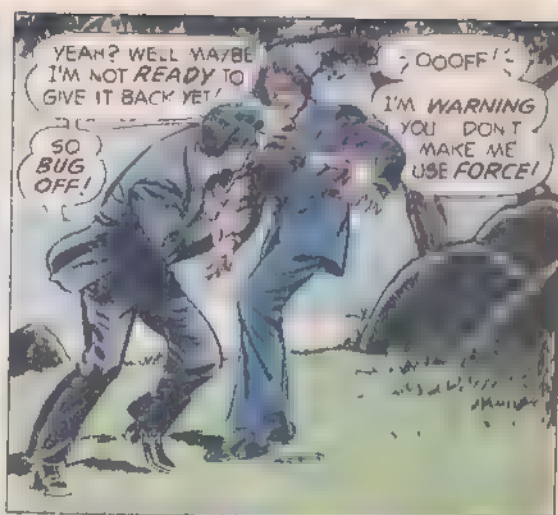




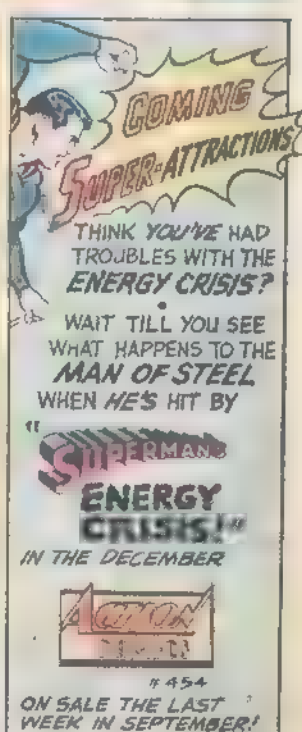
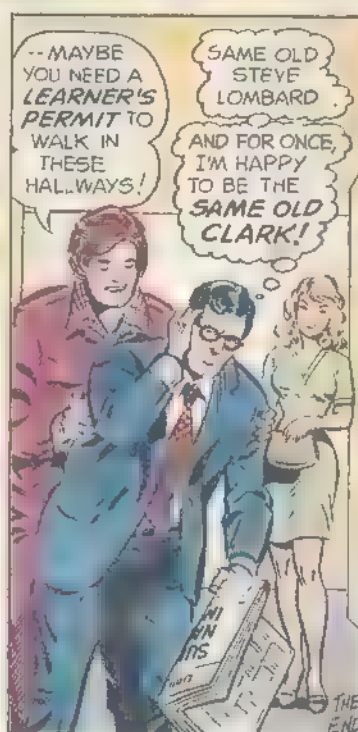
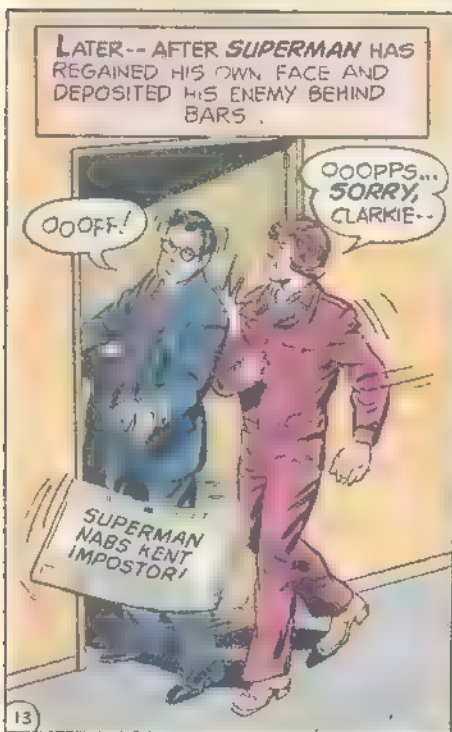
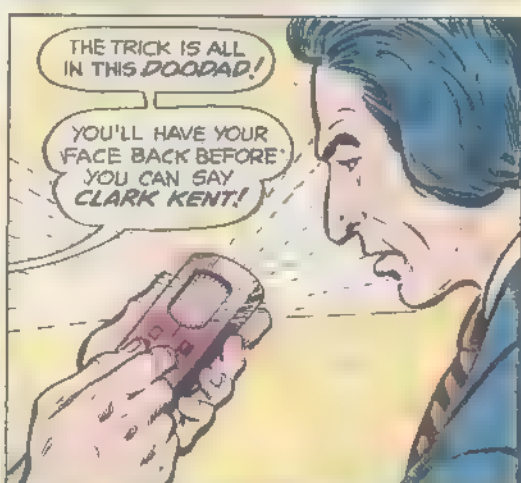
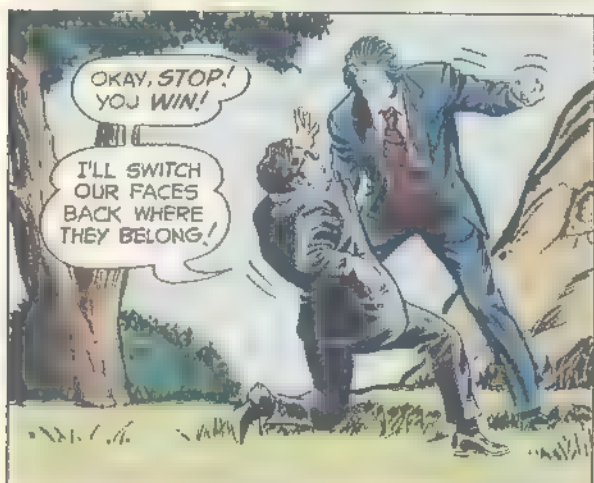
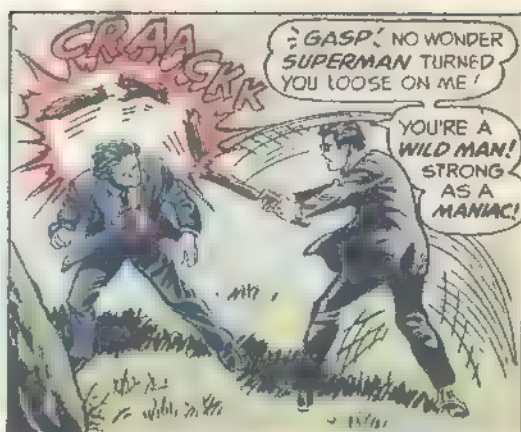
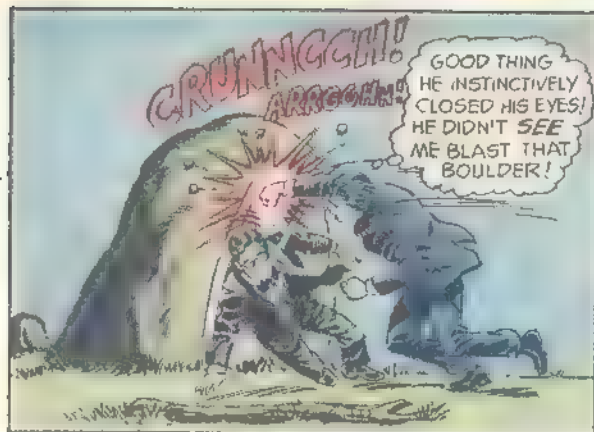




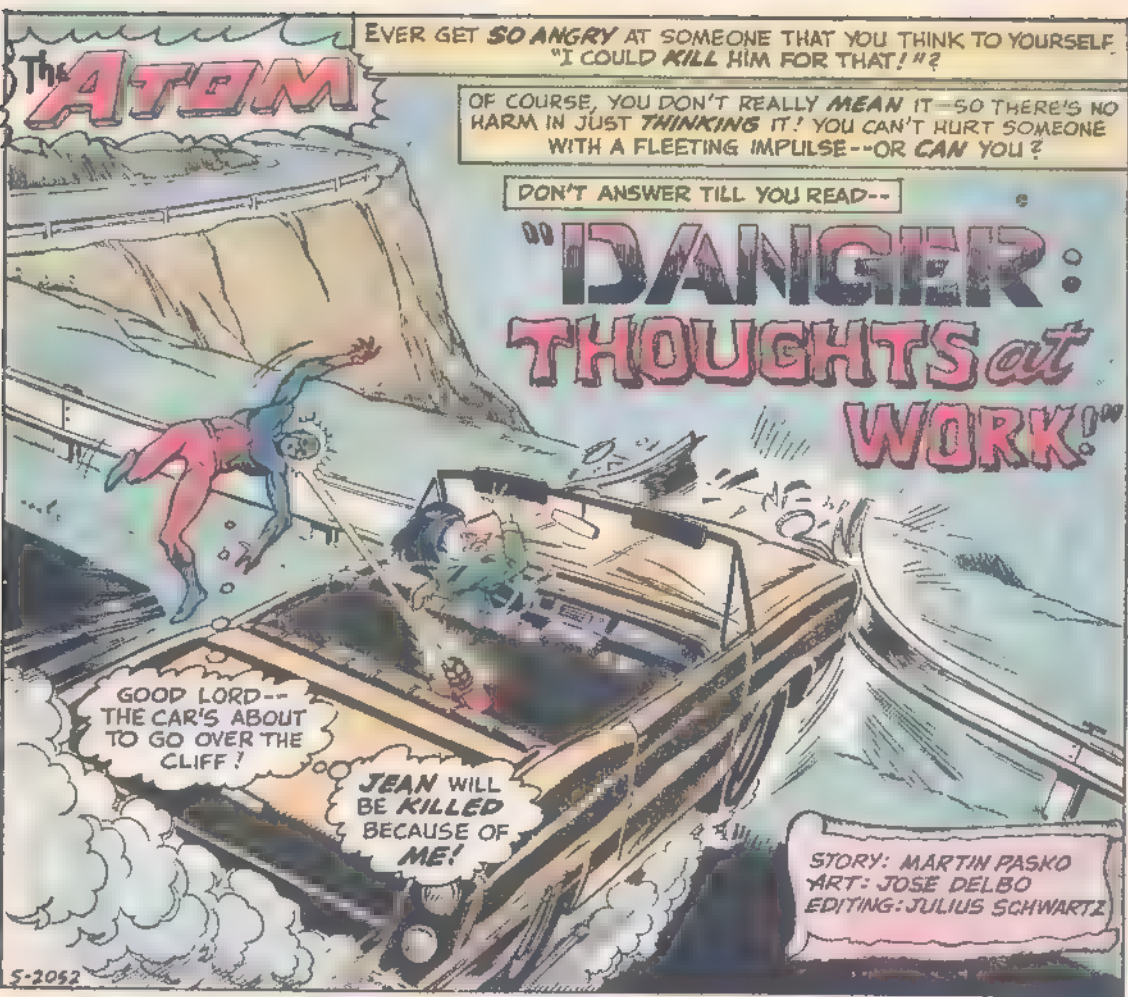












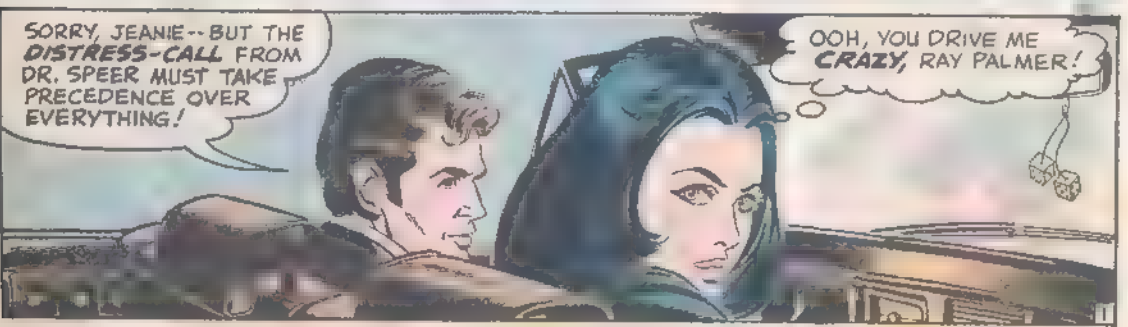
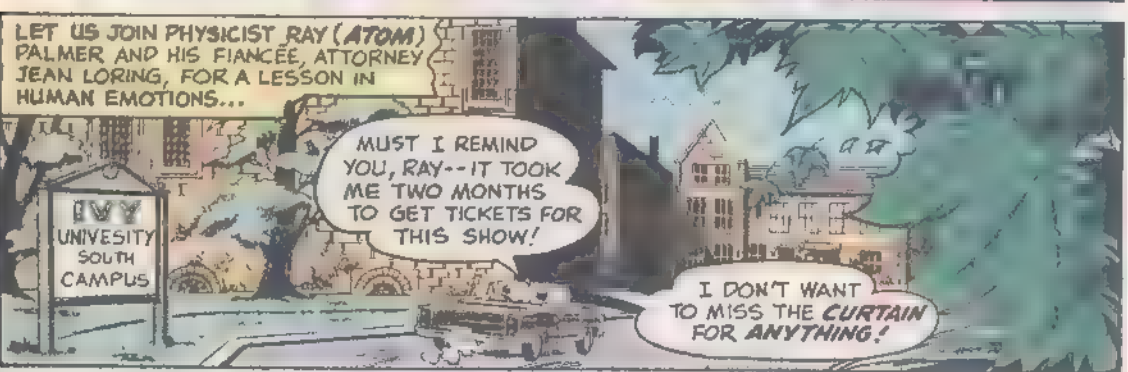
EVER GET **SO ANGRY** AT SOMEONE THAT YOU THINK TO YOURSELF, "I COULD **KILL** HIM FOR THAT!"?

OF COURSE, YOU DON'T REALLY **MEAN** IT--SO THERE'S NO HARM IN JUST **THINKING** IT! YOU CAN'T HURT SOMEONE WITH A FLEETING IMPULSE--OR **CAN** YOU?

DON'T ANSWER TILL YOU READ--

# "DANGER: THOUGHTS *at* WORK!"

STORY: MARTIN PASKO  
ART: JOSE DELBO  
EDITING: JULIUS SCHWARTZ





PRESENTLY, IN THE OFFICE OF PSYCHOLOGY PROFESSOR LASZLO SPEER

...AND SO, RAY, I HOPE YOU CAN FIND OUT WHY THE ACTUALIZER IS MALFUNCTIONING AGAIN!

THE...WHAT-?

THE ACTUALIZER, MS. LORING! IT'S A PSYCHOTHERAPEUTIC DEVICE!

DR. PALMER AND I INVENTED IT-- TO HELP REPRESSED INDIVIDUALS EXPRESS THEIR INNERMOST FEELINGS!

IT TRANSLATES THEIR REPRESSED EMOTIONS INTO ACTIONS!

EXPLAIN THAT AGAIN--IN SIMPLE ENGLISH THIS TIME--

--HEYYY...MY WATCH!

THERE--YOU SEE? IT KEEPS TURNING ITSELF ON AND OFF!

I NEVER KNOW WHAT IT'LL DO NEXT!

I--I WAS JUST THINKING THAT TIME IS FLYING--

EXACTLY! AND SINCE YOU REPRESSED YOUR IMPATIENCE, THE ACTUALIZER EXPRESSED IT FOR YOU...

...BY ENABLING TIME TO FLY-- ACTUALLY!

NOW, IF ONLY IT WEREN'T SO BLASTED UNPREDICTABLE!

I'LL SEE WHAT I CAN DO TO FIX IT, PROFESSOR, AND--

CAN THE CHITCHAT, HONEY! WE'RE LATE!

YOU DRIVE, JEANIE--I WANT TO GET RIGHT TO WORK ON THIS THING!

I LOVE THAT WOMAN MAPLY-- BUT SOMETIMES HER FLAMIN' IMPATIENCE MAKES ME SO FURIOUS I COULD--

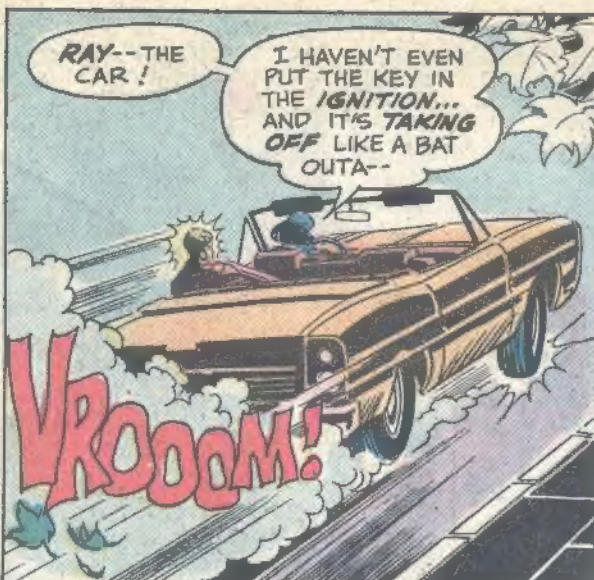




RAY--THE  
CAR!

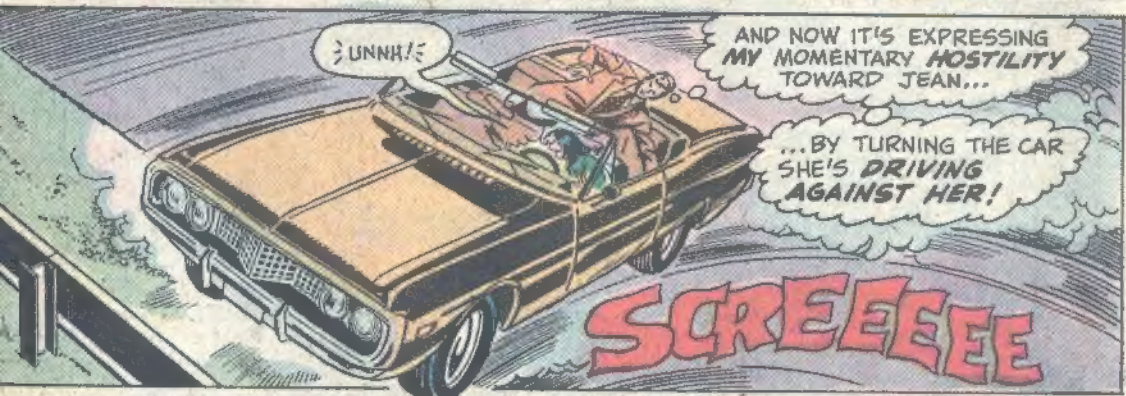
I HAVEN'T EVEN  
PUT THE KEY IN  
THE **IGNITION**...  
AND IT'S TAKING  
OFF LIKE A BAT  
OUTA--

**VROOOM!**



NOW I UNDERSTAND!

THE **ACTUALIZER**  
EXPRESSED JEAN'S  
**IMPATIENCE** BY  
USING AN OBJECT  
SHE WAS IN **CONTACT**  
WITH--HER **WATCH!**



UNNH!

AND NOW IT'S EXPRESSING  
MY MOMENTARY **HOSTILITY**  
TOWARD JEAN...

...BY TURNING THE CAR  
SHE'S **DRIVING**  
AGAINST HER!

**SCREEEEEE**

ACTIVATING HIS SECRET SIZE-AND-WEIGHT  
CONTROLS, RAY SWITCHES TO **THE ATOM**...

MY OWN EMOTIONS  
MAY KILL HER...



**CRASH!**



...UNLESS...

...THIS GAMBIT  
WORKS!

DID IT-- AND NONE  
TOO SOON!

CAR SHOULD  
SLOW TO A STOP  
ANY MOMENT  
NOW!



I SAVED JEAN--  
JUST BY CHANGING  
TO **THE ATOM**!

REDUCING TO THIS  
SMALLER STATURE  
CHANGES MY OUTLOOK--  
--IT'S LIKE TAKING  
ON A **DIFFERENT**  
**PERSONALITY!**

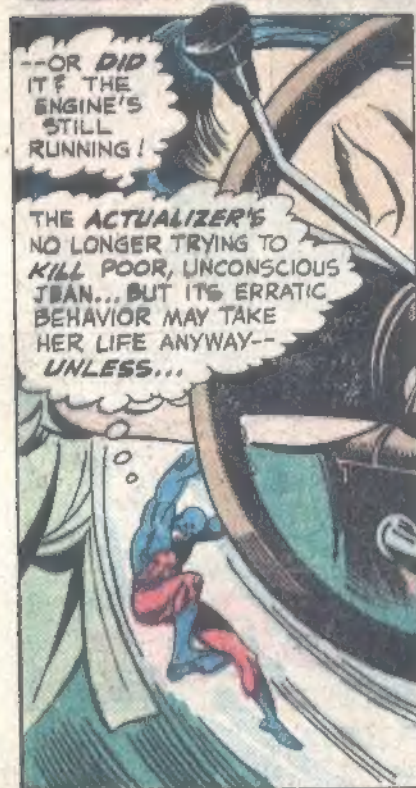






IT WAS  
RAY PALMER'S  
THOUGHTS THAT  
THE MACHINE  
ACTUALIZED...

...SO THOSE FEELINGS  
**DISAPPEARED** WHEN  
RAY DID--AND THE  
GIZMO SHUT ITSELF  
OFF!



--OR DID  
IT? THE  
ENGINE'S  
STILL  
RUNNING!

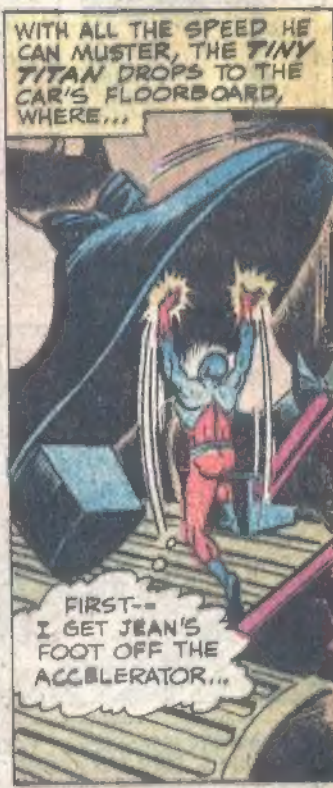
THE **ACTUALIZER'S**  
NO LONGER TRYING TO  
KILL POOR, UNCONSCIOUS  
JEAN... BUT ITS ERRATIC  
BEHAVIOR MAY TAKE  
HER LIFE ANYWAY--  
**UNLESS...**



...I GET  
THE CAR...

...BACK...

...ON THE  
ROAD!



WITH ALL THE SPEED HE  
CAN MUSTER, THE **TINY**  
TITAN DROPS TO THE  
CAR'S FLOORBOARD,  
WHERE...

FIRST--  
I GET JEAN'S  
FOOT OFF THE  
ACCELERATOR...



...AND THEN I USE MY  
FULL 180-POUND WEIGHT  
ON THE BRAKE-PEDAL  
TO STOP US--**FAST!**

JEAN'S SEAT-BELT  
WILL PROTECT  
HER FROM  
THE JOLT OF  
A **SUDDEN**  
STOP!



BUT WHEN THE **MIGHTY MITE**  
REACHES THE DASHBOARD...

H-HUH? WE'RE STILL  
MOVING! AND--

--OH MY GOD!



THAT TRUCK--  
JACKKNIFED  
ACROSS THE  
ROAD!

WE'RE HEADED  
RIGHT FOR IT!



